

# **American Clinical Board of Nutrition**

## **Bylaws**

### **Article I – Corporate Information**

#### **Section 1. Name**

The name of the organization shall be the American Clinical Board of Nutrition (ACBN), a nonprofit public benefit corporation incorporated in the State of Virginia.

#### **Section 2. Registered Agent and Offices**

ACBN shall have a registered office and other such offices and a registered agent as required under the laws of the State of Virginia.

### **Article II – Objectives and Purpose**

The mission of the American Clinical Board of Nutrition is to ensure for the health, safety and welfare of the public through an examination and certification process that assesses professional and clinical competence of health care providers in nutrition.

The purpose of the ACBN's DACBN certification program is to enact change on the traditional health care industry in the United States by certifying advanced, doctoral-level professionals who are focused on providing a nutritional model of preventative health care in a variety of professional settings. The ACBN conducts certification activities in a manner that upholds standards for competent practice in the healthcare specialty of clinical nutrition.

### **Article III – Executive Board**

#### **Section 1. Authority and Responsibility**

The ACBN shall be governed by the Executive Board (Board). The Board shall possess and may exercise any and all powers granted under Virginia Law. It is the duty of the Board to carry out the purposes and objectives of the organization. The ACBN Executive Board is solely responsible for all essential decisions related to the development, administration, and ongoing maintenance of the certification programs. The decisions for which the ACBN Executive Board is solely responsible include:

- Defining the mission and purpose
- Selecting the Staff Liaison
- Providing financial oversight, including approving an annual budget
- Ensuring effective organizational planning
- Approving all certification program policies
- Establishing eligibility requirements for initial certification and renewal of certification
- Overseeing all exam development activities including, but not limited to: exam content specifications, selection and training of SMEs, item development and review, exam form assembly, and approving cut scores.

The Board may adopt such rules and regulations for the conduct of its business as it shall deem advisable and may, in the execution of the powers granted, delegate certain of its authority and responsibility to Staff.

No member of the Board, volunteer, or employee, may act on behalf of the ACBN or hold him or herself out to the public as authorized to act on behalf of the ACBN without the express consent of the Executive Board.

## Section 2. Compensation

Executive Board members shall not receive any compensation for their services, but by resolution of the Board may be reimbursed for the expense of attendance at meetings and other functions of the Board.

## Section 3. Number of Board Members

A seven (7) member Executive Board will govern ACBN.

An ACBN staff person has the right to attend and participate at all meetings of the Board, except when the Board enters executive session, but shall have no voting powers.

## Section 4. Composition

The Board will be composed of six (6) certificant members and one (1) public member.

## Section 5. Qualifications

- A. **Board Candidates:** Each **Board Candidate** will have clinical nutrition-specific experience and will have held the DACBN certification in good standing for at least two years as is defined by ACBN policies. All **potential board candidates** must first serve on the Examining Committee and meet the qualifications as outlined in item C below and in the policies of the ACBN. 51% of Executive Board members must be chiropractors by profession as the majority of the certificant population is chiropractors, and this ensures a representative governing body.
- B. **Public Member:** The Public Member will be appointed to represent those who use the clinical nutrition healthcare services of DACBN-certificants. The public member serves to broaden the perspective of the decision-making of the certification program by protecting the interest of the public, bringing new ideas to the Executive Board, and ensuring that the Board is consumer-minded in its decision making. The public member will meet the requirements in the *NCCA Standards for the Accreditation of Certification Programs*. Specific qualifications and requirements for the public member position will be established in ACBN policies.
- C. **Prerequisite to Executive Board Service:** To be eligible to serve as **an officer** of the Executive Board, an individual must first serve on the Examining Committee. Service on the Examining Committee will prepare individuals to serve on the Executive Board by providing leadership experience within the organization and will ensure a smooth transition into an Executive Board leadership role. Specific qualifications and requirements for the Examining Committee positions will be established in ACBN policies.
- D. **Development of Additional Credentials:** If additional credentials are developed and offered by ACBN, those credentials will be represented on the Board within the Certificant's Board positions.

## **Section 6. Nomination and Election**

The ACBN Executive Board will establish policies and procedures to address the qualifications and the selection process for the members of the Board and the requisite members of the Examining Committee. This process will include the appointment of a Nominating Committee by the Executive Board to assist in recruiting and identifying qualified candidates for the Examining Committee.

Examining Committee candidates shall be identified by the Nominating Committee and elected by the certificant body. In the event that the number of candidates is equal to the number of vacancies and a full election process by the certificant body is not necessary, the Executive Board will confirm the election of the approved candidates to the Examining Committee.

Executive Board members shall be appointed by and from the members of the ACBN Examining Committee to a specific role on the Executive Board. An Examining Committee member will be appointed to one of the following roles on the Executive Board: President, Vice President, Secretary, Treasurer, or Director. A majority vote of the Examining Committee members is required to appoint Executive Board members. The Executive Board will select the public member. The Immediate Past President is also a member of the Board.

## **Section 7. Terms of Office**

All terms of office are for a period of three (3) years, and Board members can serve no more than two (2) consecutive terms in the same position. Executive Board members may be appointed to another position on the Board once their initial two terms have expired. The Board may, at its discretion, exempt the Secretary from term limits to maintain continuity of the Board. Appointments to the Executive Board are made as needed to fill those Executive Board positions being vacated.

Executive Board terms begin January 1.

## **Section 8. Re-election and Reappointment of Board Members**

In the event an Executive Board member wishes to serve a second term, the member shall inform the Executive Board and Examining Committee. In the event an Executive Board member wishes to serve additional terms beyond the second term, the member must serve in a different position on the Board. The member's election to a second term or a different office will be determined by a formal letter of intent followed by nomination, vote and appointment by the Examining Committee.

## **Section 9. Vacancies, Resignations and Removals**

Unscheduled Executive Board vacancies will be filled by appointment by the Examining Committee. The appointed person will serve the remainder of that term and is eligible for two full terms.

An Executive Board member may be removed from the position by a majority vote of the remainder of the Board members at a regular or special meeting in which a quorum is present. Any member may resign at any time by submitting a written resignation to the President.

## **Section 10. Confidentiality and Conflicts of Interest**

Prior to receiving any orientation materials or attending any meetings, newly elected Board members must complete a signed Confidentiality and Conflict of Interest form.

Each Executive Board member must agree to fully and promptly disclose to the full Board and ACBN Staff any existing or potential conflict of interest the Board member may have, of either a personal,

professional, business or financial nature and to refrain from participation in any decision on such matter as required by the Board's policies and procedures.

#### **Section 11. Duties of Executive Board Members**

The President presides at the Executive Board meetings; approves the agendas for all meetings, and performs other duties as appropriate for the position.

The Vice-President presides at the Executive Board meetings in the President's absence and performs other duties of the President's office in case of absence of the President, or as requested to do so by the President.

The Secretary ensures that meeting minutes are recorded and distributed to the Board as required. The Secretary may assist in distributing meeting agendas and minutes to the Board as requested by the President.

The Treasurer develops the annual budget for review by the President and approval by the Executive Board. The Treasurer ensures that operations of the ABCN are within Budget allowances.

The Director serves the Board and assists the other positions as necessary.

The Immediate Past-President will assist the President or other officers as requested to ensure continuity of the Board.

The duties of the officers shall be such as outlined in the ACBN policies and procedures, and as usually attach to such offices and, in addition thereto, such further duties as may be designated from time to time by the Board.

### **Article IV - Meetings**

#### **Section 1. Annual Business Meeting**

The annual business meeting of the Board shall be held at date and a location determined by the Board.

#### **Section 2. Regular and Special Meetings**

Executive Board meetings will take place quarterly at a time as specified in advance by the President of the Board. Special meetings of the Board are called by the President or by a majority of the voting members as long as appropriate advance notice stating the meeting's purpose is provided to all members. Board members receive ten (10) days' advanced written notice of the meetings, unless a time sensitive issue arises, and short notice is required.

Meetings called for the purpose of removing a Board member are not subject to waiver of the normal meeting notice requirements.

Meetings may be held in person or by electronic means, so long as all Board members in attendance can participate and be heard, and a quorum is present.

Executive Board members will participate in one in-person meeting each year.

Board members who request and are granted special dispensation by the Board may attend the meeting via teleconference.

**Section 3. Agenda**

Any Board member who wishes to place items on the agenda of any meeting of the Board shall send the items to ACBN Staff and President prior to distribution of the agenda. Revisions to the agenda after distribution and prior to the meeting, must be approved by the President.

**Section 4. Notice**

Notice of any meeting of the Board shall be given to each by email or other written notice. Board members receive ten (10) days' advanced written notice of the meetings, unless a time sensitive issue arises, and short notice is required as is outlined in the Meetings section of these Bylaws.

**Section 5. Quorum**

At all meetings of the Board, a quorum shall consist of the participation of a majority of the Board members.

**Section 6. Voting**

Meetings shall be held in person or by other permitted means, so long as all Board members in attendance can participate and be heard, and a quorum is present. Proxy voting shall not be permitted.

The Board shall develop appropriate policies concerning meeting notices, agenda, and minutes. Any resolution or action supported by a majority of the voting, disinterested Board members, without conflict or bias, shall be an act of the Board, unless specified otherwise in these Bylaws.

Voting by email requires unanimous written consent, and issues resolved via email vote must be reported at the next regular or special meeting of the Board.

Each Board member will have one vote. Except as otherwise specified in these Bylaws, the affirmative vote of a majority of the total number of Board members entitled to vote who are present at any meeting at which a quorum is present shall constitute action by the Executive Board.

**Section 7. Rules of Order**

The current edition of Robert's Rules of Order shall govern the conduct of all ACBN Executive Board meetings.

**Article V - Staff****Section 1. Appointment of Staff**

ACBN will employ a qualified individual to manage the daily operations of the certification program. This individual reports to and works at the discretion of the Board.

**Section 2. Authority and Responsibility**

The staff member shall manage and direct all operational and administrative activities of the ACBN. These actions include, but are not limited to, the management of office operations, development of certification information, liaison to other associations and other activities subject to policies of the Board. The Staff member has the right to attend and participate in all committee meetings but is not permitted a vote.

**Section 3. Removal**

The Board may remove the Staff member with or without cause.

**Section 4. Execution of Contracts**

The Executive Board may prospectively or retroactively authorize any Board member, employee, or agent, in the name of the ACBN, to enter into any contract or execute or satisfy any instrument, and any such authority may be general, confined to specific instances, or otherwise limited.

**Article VI - Finance****Section 1. Fiscal Year**

The fiscal year of the ACBN shall be the calendar year.

**Section 2. Budget**

The Executive Board shall adopt an annual operating budget covering all activities of the ACBN.

**Section 3. Audit**

The accounts of the ACBN shall be reviewed annually by an outside source retained by the Executive Board. This source shall provide a report of the accounts for the specified year.

**Section IV. Financial Management**

The financial management policies shall be outlined in the ACBN policies to ensure sufficient and adequate resources to conduct effective and thorough certification program activities and ACBN operations.

**Article VII – Committees****Section 1. Standing Committees**

The Executive Board shall appoint Committee members and Chairs to the following Standing committees: Nominating Committee, Item Writing Committee, Grievance Committee, Recertification Committee, Programs Review Committee, Accreditation Committee, and Sponsorship Committee. The Examining Committee shall also be a standing committee of the ACBN with members elected as outlined in Article 3, Section 6 of these Bylaws and in the policies of the ACBN.

The ACBN will establish policies and procedures for the appointment of Committee members, a Chairperson for each Committee, and the qualifications of Committee members.

**Section 2. Examining Committee**

The Examining Committee is responsible for reviewing items developed by the Item Writing Committee, approving new exam forms, offering oversight and quality assurance of exam administration. Service on the Examining Committee is a pre-requisite for service on the Executive Board.

**Section 3. Nominating Committee**

The Board shall develop policies and procedures for selecting candidates for the ACBN Examining Committee. The Nominating Committee shall be charged with implementing the nomination process as defined in the policies and procedures.

**Section 4. Item Writing Committee**

The Item Writing Committee is responsible for conducting annual item writing activities in accordance with the exam content outline and with guidance from the psychometric consultant.

**Section 5. Grievance Committee**

The Grievance Committee is responsible for hearing grievances regarding a certificant or the certification program in accordance with the policies and procedures of the ACBN.

**Section 6. Recertification Committee**

The Recertification Committee is responsible for assisting ACBN Staff in contacting certificants who have not completed annual recertification requirements leading up to the due date.

**Section 7. Programs Review Committee**

The Programs Review Committee is responsible for reviewing and approving nutritional education seminars to meet the ACBN eligibility or CE requirements.

**Section 8. Accreditation Committee**

The Accreditation Committee is responsible for assisting in the maintenance of the certification program's accreditation status.

**Section 9. Sponsorship Committee**

The Sponsorship Committee is responsible for researching grants and funding opportunities.

**Section 10. Other Committees, Task Forces, Councils and Working Groups**

The Board may establish and dissolve other committees, task forces, councils, or working groups as needed to accomplish the work of the certification program. Committees shall act with the authority granted to them by the Board in compliance with these Bylaws. The Committees shall be governed by the rules provided in the ACBN policies and procedures except as specifically provided in these Bylaws.

**Section 11. Creation and Dissolution of Committees**

The Board may at any time dissolve or restructure in any manner any Committee, task force, council or working group other than a Board Committee, the Nominating Committee, or the Examining Committee.

**Article VIII - Amendments to Bylaws**

Amendments to adopt, amend, or repeal these Bylaws may be proposed by any Board member. Amendments to, or a repeal of, these Bylaws shall be adopted by the Board after approval by a two-thirds affirmative vote of the entire Board at the annual business meeting or other meeting of the Board called for the purpose of Bylaw revision, provided a ten (10) day written notice of the scheduled meeting and the proposed changes has been provided to each Board member. Board members must be present to vote upon a proposed amendment to, or repeal of these Bylaws, either in person or via teleconference.

### **Article IX - Indemnification**

The Board shall indemnify all Board members, directors, committee members, volunteers, employees, and agents acting on behalf of the ACBN to the full extent permitted by law and shall be entitled to purchase insurance for such indemnification to the full extent permitted as determined from time to time by the Board.

### **Article X - Dissolution**

Upon the dissolution of the ACBN, the ACBN shall, after paying or making provisions for the payment of all liabilities, dispose of all assets of the corporation exclusively for the purposes of the ACBN in such a manner, or to such organizations, as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code, as the ACBN shall determine.